

Memorandum

To : Chairman Curt Pringle and Members
California High-Speed Rail Authority

Date : March 25, 2010

From : George Spanos
Deputy Attorney General
Office of the Attorney General – Sacramento

Telephone: (916) 324-7862
FACSIMILE: (916) 327-2247
E-Mail: george.spanos@doj.ca.gov

Subject : Draft Board Policies and Procedures

The matter of restructured board policies and procedures will be on the agenda for the April meeting. At the January 2010 board meeting, Chairman Pringle asked that any suggestions concerning board policies and procedures be sent to the Executive Director or to me. If you have any suggestions, please let me know at your earliest convenience.

As a way to assist in that process, I am sending you a draft of the policies and procedures. At Chairman Pringle's suggestion, I have used, where appropriate, the structure of the OCTA board's policies and procedures. Included in the draft are those policies and procedures that were adopted by board in 2009, as well as the regulations concerning Architectural and Engineering Services Procurement and the current Conflict of Interest Code. These last two documents are included at the suggestion of members of the board that they be physically part of the policies and procedures.

There are some additional provisions that could be added to the policies or to the Conflict of Interest Code. For instance, the range of reportable interests for purposes of the Conflict of Interest Code could be expanded given the change in the Authority's work. As an example, you might consider whether gifts of travel for purposes of visiting high-speed train facilities overseas should be reported even if the donor is not currently among the list of reportable interests.

The policies and procedures that the board adopts will have an impact on the relationships among the Board as a whole, its Chairman, individual Board Members, and the Chief Executive Officer. The main balance is the one that exists between the Board and the Chief Executive Officer. How that balance is struck should take into account the Board's expectations as to the way in which the CEO will perform his or her function.

There is also a balance between the Board as a whole and its Chairman, and between the Board as a whole and the Board's committees. Those balances will reflect and be reflected by the policies and procedures. It should also be noted that, except in their capacity as officers of the Board, and absent a proper delegation, it is not individual Members who exercise the Board's powers, but rather the Board as a collective body.

If you have any suggested policies, please forward them to me. Of course, suggestions can be made at the board meeting, and the policies and procedures can always be amended in the future. However, please note that board members should not engage in discussions concerning the policies and procedures except at a noticed meeting, as permitted by the Bagley-Keene Open Meeting Act.